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TRINITY INDUSTRIES LEASING COMPANY

A Subsidiary of Trinity Industries, Inc.



15195-2, V, WAX

September 25, 1995

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

LICENSING BRANCH

SEP 25 11 41 AM '95

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 5-4)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between Trinity Industries Leasing Company (the "Company") and NationsBank of Texas, N.A. (formerly NCNB Texas National Bank), as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated September 25, 1995, between the Company ("Assignor") and the Bank, as Successor Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Company ("Seller") and the Bank, as Successor Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated September 25, 1995, between the Bank, as Successor Trustee ("Seller") and the Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of March 15, 1987 between the Company and the NationsBank of Texas, N.A., formerly known as NCNB Texas

National Bank, Successor Trustee, as Trustee, which was filed and recorded under Recordation No. 15195 on March 31, 1987, along with an Assignment and Bill of Sale under Recordation Nos. 15195-A and 15195-B, respectively; the First Supplement to Equipment Trust Agreement dated as of November 20, 1989 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15195-I on November 29, 1989, along with an Assignment and Bill of Sale under Recordation Nos. 15195-H and 15195-J, respectively; and the Third Supplement to Equipment Trust Agreement dated as of March 17, 1995, between the Company and the Bank, as Successor Trustee, which was filed and recorded under Recordation No. 15195-Q on March 21, 1995, along with Assignment and Bill of Sales under Recordation Nos. 15195-R and 15195-S, respectfully.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 208 railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee is 901 Main Street, Dallas, Texas 75202.

The railroad equipment covered by the Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of September 25, 1995, between the Company (as vendor and lessee), and the Bank, as Successor Trustee, and covering One Hundred and Seventeen (117) railroad cars, and (ii) Assignment, a primary document, dated September 25, 1995, between the Company (as Assignor), and the Bank, as Successor Trustee, and covering One Hundred and Seventeen (117) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 25, 1995, between the Company (as Seller), and the Bank, as Successor Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated September 25, 1995, between the

Bank, as Successor Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of March 15, 1987 referred to above.

Very truly yours,

A handwritten signature in cursive script that reads "Alice D. Buchanan".

Alice D. Buchanan
Paralegal

RAF:ps
Enclosures

BILL OF SALE

(Series 5-4)

NATIONSBANK OF TEXAS, N.A.,
AS TRUSTEE
TO

15195-7
FILED 1425
SEP 21 1995 11 50 AM


TRINITY INDUSTRIES LEASING COMPANY

NationsBank of Texas, N.A. (formerly known as NCNB Texas National Bank), as Successor Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of March 15, 1987 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated September 25, 1995, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 208 railcars (the "Trust Equipment") described on Exhibit A hereto covered by the following Railroad Car Lease Agreement: Twenty Nine (29) railcars covered by the existing Lease Agreement dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company; Six (6) railcars covered by the existing Lease Agreement dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company; One Hundred and Seventy Three (173) railcars covered by the existing Lease Agreement dated February 16, 1982, between Trinity Industries Leasing Company and Phelps Dodge Corporation as described on Exhibit B to the Agreement together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, NationsBank of Texas, N.A. as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 25th day of September, 1995.

NATIONSBANK OF TEXAS, N.A.

By: 
Vice President

Attest:


~~Assistant~~ Vice President

STATE OF TEXAS

COUNTY OF DALLAS

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§
§

On this 25th day of September, 1995, before me personally appeared Robert Patterson, to me personally known, who being by me duly sworn, says that he is the Vice President of NationsBank of Texas, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice D. Buchanan
Signature of Notary Public

My Commission Expires:

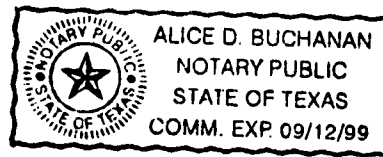


EXHIBIT A

1. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company covering the following described railroad cars:

| <u>NUMBER OF CARS</u> | <u>TYPE</u> | <u>CAR NUMBERS</u> |
|-----------------------|--|--|
| 29 | 34,090 gallon 112J340W Tank Cars | TILX300596-300600,300602, 300604-300624,300627, 300629 |

2. Railroad Car Lease Agreement, dated August 21, 1979, between Trinity Industries Leasing Company and Coastal States Energy Company covering the following described railroad cars:

| <u>NUMBER OF CARS</u> | <u>TYPE</u> | <u>CAR NUMBERS</u> |
|-----------------------|-------------------------------------|--|
| 6 | 34,090 gallon 112J340W Tank Cars | TILX300601,300603,300625 300626,300628,300630 |

3. Railroad Car Lease Agreement, dated February 16, 1982, between Trinity Industries Leasing Company and Phelps Dodge Corporation covering the following described railroad cars:

| <u>NUMBER OF CARS</u> | <u>TYPE</u> | <u>CAR NUMBERS</u> |
|-----------------------|--------------------------------------|---|
| 173 | 13,946 gallon 111A100W2 Tank Cars | TILX100164-100201, 100203-100265, 100267-100338 |

SERIES 5

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

| <u>QUANTITY AND TYPE</u> | <u>CLASS</u> | <u>CAPACITY</u> | <u>INITIALED CAR NUMBERS</u> | <u>EARLIEST SERVICE</u> |
|------------------------------|--------------|-----------------|--|-----------------------------|
| 29 Tank Cars | 112J340W | 34,090 gallon | TILX300596-300600,300602 300604-300624,300627 300629 | 04/81 |
| 6 Tank Cars | 112J340W | 34,090 gallon | TILX300601,300603,300625 300626,300628,300630 | 04/81 |
| 173 Tank Cars | 111A100W2 | 13,946 gallon | TILX100164-100201 100203-100265 100267-100338 | 03/87 |

**EXHIBIT C
DESCRIPTION OF TRUST EQUIPMENT**

| <u>QUANTITY AND TYPE</u> | <u>CLASS</u> | <u>CAPACITY</u> | <u>INITIALED CAR NUMBERS</u> | <u>EARLIEST SERVICE</u> |
|------------------------------|--------------|-----------------|--|-----------------------------|
| 29 Tank Cars | 112J340W | 34,090 gallon | TILX300596-300600,300602 300604-300624,300627 300629 | 04/81 |
| 6 Tank Cars | 112J340W | 34,090 gallon | TILX300601,300603,300625 300626,300628,300630 | 04/81 |
| 173 Tank Cars | 111A100W2 | 13,946 gallon | TILX100164-100201 100203-100265 100267-100338 | 03/87 |